

PRODUCT RESPONSIBILITY AGREEMENT

TOYOTA MOTOR CORPORATION, a corporation organized and existing under the laws of Japan ("Toyota"), NEW UNITED MOTOR MANUFACTURING, INC., a corporation organized and existing under the laws of the State of California ("JV Company"), and GENERAL MOTORS CORPORATION, a corporation organized and existing under the laws of the State of Delaware ("GM") hereby agree to amend the PRODUCT RESPONSIBILITY AGREEMENT FOR TOYOTA SPECIFIC VEHICLES, dated February 21, 1984 ("Agreement"), as follows:

1. Section 5.3. of the Agreement, entitled "Suppliers," is hereby deleted and replaced by the following Paragraph:

"5.3. Suppliers: No party hereto shall be entitled to any recovery from any supplier in connection with any financial liability incurred by that party under this Agreement, except as follows: (i) GM or Toyota each may seek recovery against any of its respective suppliers, other than JV Company in its capacity as a parts supplier; and (ii) JV Company may seek recovery against any of its suppliers, other than GM or Toyota in their capacities as parts suppliers."

2. This Amendment shall be effective as of February 1, 1997.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed in duplicate by their duly authorized representatives.

TOYOTA MOTOR CORPORATION

NEW UNITED MOTOR  
MANUFACTURING, INC.

By:

  
Koichiro Noguchi  
Director

By:

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Iwao Itoh  
President

GENERAL MOTORS CORPORATION

By:

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Paul W. Schmidt  
Executive in Charge  
NAO Finance